

EXHIBIT B

Declaration

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:)	Chapter 11
FORESIGHT ENERGY LP, <i>et al.</i> ,)	Case No. 20-41308-659
)	
Debtors.)	(Jointly Administered)
)	

**DECLARATION OF J. TALBOT SANT, JR. IN SUPPORT OF
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF
AFFINITY LAW GROUP, LLC AS LOCAL COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

I, J. Talbot Sant, Jr., being duly sworn, state the following under penalty of perjury:

1. I am an attorney in the law firm of Affinity Law Group, LLC (“Affinity”), with offices at 1610 Des Peres Road, Suite 100, St. Louis, Missouri 63131, and I am duly authorized to make this declaration (the “Declaration”) on behalf of Affinity. I am an attorney duly admitted and in good standing to practice before the Courts of the State of Missouri, the United States District Court for the Eastern District of Missouri, and the United States Court of Appeals for the Eighth Circuit. There are no disciplinary proceedings pending against me.

2. I submit this Declaration in support of the Application¹ pursuant to § 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, Local Rules 2014(A), 2016-1, and 2016-2, for entry of an order authorizing the retention and employment of Affinity as local counsel to the Committee effective as of March 19, 2020. Except as otherwise indicated, the facts set forth in this Declaration are personally known to me and, if called as a witness, I could and would testify thereto.

¹ Capitalized terms not otherwise defined herein shall have meanings ascribed to them in the Application.

SERVICES TO BE PROVIDED

3. Affinity has substantial experience in representing parties-in-interest in reorganizations and recognized expertise in the field of creditors' rights and business reorganization under chapter 11 of the Bankruptcy Code. That expertise includes representing unsecured creditors' committees, having recently represented the unsecured creditors committee as local counsel in the Chapter 11 bankruptcy cases of Armstrong Energy, Inc et al; and representing unsecured creditors committee members, including in Peabody Energy and Arch Coal Chapter 11 Cases.

4. In connection with these Chapter 11 cases, the Committee has requested court authorization to retain Affinity as local counsel to the Committee to assist Whiteford Taylor & Preston, LLP with provision of certain services to the Committee, including, but not limited to, the following:

- a. advise the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules and the Local Rules;
- b. assist and advise the Committee in its consultation with the Debtors relative to the administration of these chapter 11 cases;
- c. attend meetings and negotiate with the representatives of the Debtors and other parties-in-interest;
- d. assist and advise the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- e. assist and advise the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;

- f. assist the Committee in the review, analysis and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assist the Committee in the review, analysis and negotiation of the disclosure statement accompanying any such plan(s);
- g. take all necessary action to protect and preserve the interests of the Committee, including (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- h. generally prepare, on behalf of the Committee, all necessary motions, applications, answers, orders, reports, replies, responses and papers in support of positions taken by the Committee;
- i. appear, as appropriate, before the Court, the appellate courts, and the United States Trustee, and protect the interests of the Committee before those courts and before the United States Trustee; and
- j. perform all other necessary legal services in these chapter 11 cases.

PROFESSIONAL COMPENSATION

5. As of the date of execution of this Declaration, the ranges of Affinity's standard hourly rates² are as follows:

² Affinity shall provide 10-business days' notice to the Committee, the Debtors, and the United States Trustee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The United States Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in § 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to § 330 of the Bankruptcy Code.

- a. the hourly rates for partners and of counsel range from \$295-\$400 per hour, based upon a variety of factors, including seniority, distinction, and expertise in one's field;
- b. the hourly rate for “associates” is \$250 per hour;
- c. the hourly rates for paraprofessionals range from \$100-\$140 per hour.³

6. Affinity’s hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are subject to periodic adjustment to reflect economic and other conditions and are consistent with the rates charged elsewhere. I believe that these rates, and the terms and conditions of Affinity’s employment are reasonable.

7. In addition to the hourly rates set forth above, Affinity customarily charges its clients for all reimbursable expenses incurred, including photocopying charges, facsimile transmissions, messengers, courier mail, overtime meals, overtime and late night transportation, travel, lodging, meal charges for business meetings, postage, printing, transcripts, filing fees, and similar items. Affinity will seek to be reimbursed, subject to the Court’s approval, for all actual out-of-pocket expenses incurred by Affinity on the Committee’s behalf. All requests for reimbursement of expenses will be consistent with guidelines established by the Bankruptcy Court and/or the United States Trustee’s office.

8. No promises have been received by Affinity, any partner, any attorney who is “of counsel” to Affinity, or any associate of Affinity, as to compensation in connection with these

³³ Although Affinity does not anticipate using contract attorneys during these Chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Affinity will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Affinity will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code. While the rate ranges provided for in the Application may change.

chapter 11 cases, other than in accordance with the standard agreement between of counsel and the firm applicable to division of funds collected applicable to all matters, and in accordance with the provisions of the Bankruptcy Code. Affinity has also advised the Committee that neither Affinity, nor any partner of Affinity, any attorney who is “of counsel” to Affinity, any associate of Affinity, or any contract attorney of Affinity, has any agreement with any other entity to share with such entity any compensation received by Affinity in connection with these chapter 11 cases, separate and apart from the standard agreement between Affinity and of counsel regarding division of funds collected applicable to all legal matters on which of counsel works or that are performed on behalf of client brought in by counsel .

DISINTERESTEDNESS AND DISCLOSURE OF CONNECTIONS

9. In order to ascertain Affinity’s “connections,” as that term is used in Bankruptcy Rule 2014, with the Debtors, the Debtors’ creditors, and other parties-in-interest in these chapter 11 cases, Affinity’s office management and paralegals, under my supervision, conducted an internal search to identify any “connections” with any creditors and parties-in-interest as of the Petition Date based on a list, Schedule 1 attached and incorporated, provided to Affinity by the Debtors’ counsel (collectively, the “Interested Parties”). This internal inquiry regarding the Interested Parties was consistent with its normal and customary practices to determine if Affinity currently represents or formerly represented any of the Interested Parties within the past three years. As set forth on Schedule 1, the following is a list of the categories of Interested Parties that Affinity has searched to date:

- a. Current Officers and Directors
- b. Attorneys, Professionals and Financial Advisors
- c. Ordinary Course Professionals

- d. Debtors
- e. Five Percent and Greater Shareholders and Beneficial Owners
- f. Lenders
- g. Bondholders
- h. Creditor Advisors
- i. Former Officers and Directors
- j. Insurance Brokers
- k. Insurers
- l. Letter of Credit Beneficiaries
- m. Non-Debtor Affiliates
- n. Ordinary Course Professionals
- o. Parties to Significant Litigation
- p. Regulatory Agencies
- q. Royalty Contract Counterparties
- r. Significant Competitors
- s. Significant Customers
- t. Significant Financial Institutions
- u. Significant Suppliers, Shippers, Warehousemen, and Vendors
- v. Significant Taxing Authorities
- w. Surety Issuers
- x. Surety Obligees
- y. Top 50 Unsecured Creditors
- z. Utilities

aa. Creditor Advisors

bb. Key Court Personnel (Eastern District of Missouri).

10. Affinity searched the names of the Interested Parties in a computer system containing the names of current and former clients of Affinity. This search revealed that certain Interested Parties are or may be current or former Affinity clients within the last three years, as identified on Schedule 2.

11. Based on the results of this search, and through direct inquiries with Affinity attorneys as necessary, it was determined that the representation of the Interested Parties disclosed on Schedule 2 hereto concerned matters unrelated to these chapter 11 cases.

12. The status of entities identified as Interested Parties by the Debtors may have changed or could change during the pendency of the chapter 11 cases without Affinity's knowledge. Affinity will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new or relevant facts or relationships are discovered or arise, Affinity will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

13. Affinity does not hold or represent any interest adverse to the Debtors' estates and, except as disclosed below, does not have any "connections" to the Debtors' creditors, affiliates, other parties-in-interest and potential parties-in-interest, the Assistant United States Trustees for the Eastern District of Missouri and attorneys employed by such office, or any judge in the United States Bankruptcy Court for the Eastern District of Missouri. Accordingly, Affinity is a "disinterested person," as that term is defined in § 101(14) of the Bankruptcy Code, and

Affinity's employment is necessary and in the best interests of the Debtors and the Debtors' estates.

14. As specifically set forth below and in the annexed appendices, Affinity represents or has represented certain of the Debtors' creditors or other parties-in-interest in matters unrelated to the Debtors and these chapter 11 cases; however, none of the representations described herein is materially adverse to the interests of the Debtors' estates. As part of its customary practice, Affinity is retained in cases, proceedings, and transactions involving many different parties throughout the United States and worldwide, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in these chapter 11 cases. Affinity believes that its representation of such parties has not affected and will not affect its representation of the Committee in these chapter 11 cases.

15. Affinity has in the past: served as local counsel to Baker & Hostetler LLP, as primary counsel to an official unsecured creditors' committee in matters wholly unrelated to these chapter 11 cases; and represented Knight Hawk Coal LLC, in an employment matter wholly unrelated to these chapter 11 cases.

16. Affinity will not represent the Committee in an adversary proceeding or other litigation against any current client of Affinity without obtaining appropriate waivers where necessary or appropriate. In addition, Affinity will not represent any client in any matter involving the Debtors or these chapter 11 cases while retained as the Committee's counsel in these chapter 11 cases. Affinity will notify the United States Trustee of any waivers it receives during the pendency of the Debtors' bankruptcy cases. If any matters arise with respect to which Affinity cannot obtain a necessary waiver, the Committee will use Affinity or conflicts counsel to represent the interests of the Committee.

17. To the extent the Committee seeks to retain additional professionals to represent the Committee in any matters relating to these chapter 11 cases, Affinity will make all reasonable efforts not to duplicate the services rendered by these professionals.

STATEMENT REGARDING REVISED UST GUIDELINES

18. Affinity intends to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Revised UST Guidelines, and any other applicable procedures and orders of the Court. The following information is provided in response to the request for additional information set forth in the Fee Guidelines in compliance with paragraph D, section 1, as follows:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the twelve (12) months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the twelve (12) months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: Affinity did not represent the Committee prior to these chapter 11 cases.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response:

The Committee and Affinity, with Whiteford Taylor & Preston, LLP expect to develop a prospective budget and staffing plan to comply with the U.S. Trustee's requests for information and additional disclosures, and any other orders of the Court for the first interim period, recognizing that in the course of these chapter 11 cases, there may be unforeseeable fees and expenses that will need to be addressed by the Committee and Affinity. The Committee will continue to review the staffing plan and budget, along with Affinity's invoices, and together with Whiteford Taylor & Preston, LLP, adjust as may be necessary or appropriate.

AFFIRMATIVE STATEMENT OF DISINTERESTEDNESS

19. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Affinity is a "disinterested person" within the meaning of § 101(14) of the Bankruptcy Code, as required by § 1103 of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors, and (b) Affinity has no connection to the Debtors, their creditors or other parties-in-interest except as disclosed herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 17 2020

By: /s/ J. Talbot Sant, Jr.

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*Proposed Local Counsel to the Official Committee
of Unsecured Creditors of Foresight Energy LP,
et al.*

SCHEDULE 1

List of Interested Parties

Schedule 1

Interested Parties

Current Officers and Directors:

Brian Sullivan
Cody Nett
Daniel Hermann
Jeremy Harrison
Lesslie Ray
Nicholas Casey
Robert Moore
Robert Murray

Attorneys, Professionals and Financial Advisors:

FTI Consulting
Jefferies Group LLC
Paul, Weiss, Rifkind, Wharton & Garrison LLP

Ordinary Course Professionals:

Benesch, Friedlander, Coplan and Aronoff LLP
Bingham Greenebaum Doll LLP
Black Ballard McDonald PC
Ciuni & Panichi
Corporate Service Company
Dinsmore and Shohl LLP
Ernst & Young LLP
Greensfelder, Hemker & Gale, P.C.
Hardy Pence PLLC
Heyl, Royster
Kupiec & Martine, LLC
Ogletree Deakins Nash
Pillsbury Winthrop Shaw Pittman LLP
Polsinelli PC
Pricewaterhousecoopers LLP
Protiviti INC
Sandberg Phoenix & Von Gontard PC
Shands, Elbert, Gianoulakis & Giljum, LLP
Swanson Martin & Bell LLP
The Brennan Group, LLC
Wilson Elser Moskowitz Edelman & Dicker LLP

Debtors:

Adena Resources, LLC

Akin Energy LLC
American Century Mineral LLC
American Century Transport LLC
Coal Field Construction Company LLC
Coal Field Repair Services LLC
Foresight Coal Sales LLC
Foresight Energy Employee Services Corporation
Foresight Energy Finance Corporation
Foresight Energy GP LLC
Foresight Energy Labor LLC
Foresight Energy LLC
Foresight Energy LP
Foresight Energy Services LLC
Foresight Receivables LLC
Hillsboro Energy LLC
Hillsboro Transport LLC
LD Labor Company LLC
Logan Mining LLC
Mach Mining, LLC
Macoupin Energy LLC
Maryan Mining LLC
M-Class Mining, LLC
Oeneus LLC
Patton Mining LLC
Seneca Rebuild LLC
Sitran LLC
Sugar Camp Energy, LLC
Tanner Energy LLC
Viking Mining LLC
Williamson Energy, LLC

Five Percent and Greater Shareholders and Beneficial Owners:

Accipiter Capital Management, LLC
Christopher Cline
Cline Trust Company, LLC
Murray Energy Corporation

Lenders:

AIG SENIOR FLOAT RATE
AMERICAN HONDA MASTER RETIRE
ASSURANT CLO I LTD
ASSURANT CLO II LTD

ASSURANT CLO III LTD
 ASSURANT CLO IV LTD
 B&M CLO 2014-1 LTD
 BANK OF AMERICA N.A
 BARCLAYS BANK PLC NY
 BDCA-CB FUNDING LLC
 BEN ST PTR SNR SEC MST NON US
 BEN ST PTR SNR SEC U MF NON US
 BEN ST PTRS CAP OPP FD LP
 BEN ST PTRS SEN SEC OPP FD LP
 BENEFIT SRTEET PTRS CLO V-B
 BENEFIT ST PARTNERS CLO VII
 BENEFIT STREET PARTNERS SMA LM
 BENEFIT STREET PARTNERS SMA-K
 BENEFIT STREET PTNRS CLO I
 BENEFIT STREET PTNRS CLO II
 BENEFIT STREET PTNRS CLO III
 BENEFIT STREET PTNRS CLO IV
 BENEFIT STREET PTNRS CLO IX
 BENEFIT STREET PTNRS CLO VI
 BENEFIT STREET PTNRS CLO VIII
 BENEFIT STREET PTNRS CLO X
 BENEFIT STREET PTNRS CLO XI
 BENEFIT STREET PTNRS CLO XII
 BENEFIT STREET PTNRS CLO XIV
 BENEFIT STREET PTNRS CLO XV
 BENEFIT STREET PTRS CLO XVI
 BLACK DIAMOND CLO 2013-1 LTD
 BLACK DIAMOND CLO 2014-1 LTD
 BLUEMOUNTAIN CLO 2013-1 LTD
 BLUEMOUNTAIN CLO 2014-2 LTD
 BLUEMOUNTAIN CLO 2015-1 LTD
 BLUEMOUNTAIN CLO 2015-2 LTD
 BLUEMOUNTAIN CLO 2015-3 LTD
 BLUEMOUNTAIN CLO 2015-4 LTD
 BLUEMOUNTAIN CLO 2016-1 LTD
 BLUEMOUNTAIN CLO 2016-3 LTD
 BLUEMOUNTAIN CLO 2018-1
 BLUEMOUNTAIN CLO 2018-2 LTD
 BLUEMOUNTAIN CLO 2018-3 LTD
 BLUEMOUNTAIN FUJI US CLO II
 BRITISH COAL STAFF
 SUPERANNUATION SCHEME
 BSP SPECIAL SITUATIONS MST A
 CENT CLO 19 LIMITED
 CENT CLO 21 LIMITED
 CENT CLO 24 LIMITED
 CHUBB BERMUDA INSURANCE LTD
 CHUBB TEMPEST REINSURANCE LTD

CITI LOAN FUNDING CHELT LLC
 CITY OF PHOENIX EMP RET PLAN
 CLINE RESOURCE AND DEV COMPANY
 COLUMBIA CENT CLO 27 LTD
 COLUMBIA CENT CLO 28 LIMITED
 COLUMBIA FLOATING RATE FUND
 CORBIN ERISA OPPORTUNITY FUND
 CORBIN OPPORTUNITY FUND LP
 CORPORATE CAPITAL TRUST II
 CREDIT SUISSE LOAN FUNDING LLC
 CVP CASCADE CLO-2 LTD.
 CVP CASCADE CLO-I LTD.
 CVP CLO 2017-1 LTD
 CVP CLO 2017-2 LTD
 DDJ CAP MAN GP TRUST-HYF 2017
 DESTINATIONS CORE FIXED INC FD
 DEUTSCHE BANK AG CAYMAN ISLAND
 DOUBLELINE CORE FIXED INCOME
 DOUBLELINE FLEXIBLE INC FD
 DOUBLELINE FLOATING RATE FUND
 DOUBLELINE INCOME SOLUTIONS FD
 DOUBLELINE OPP INC MASTER FUND
 DOUBLELINE OPPORTUNISTIC CR FD
 DOUBLELINE SHILLER ENHANCED
 ELLINGTON CLO I
 ELLINGTON CLO II LTD
 ELLINGTON CLO III LTD
 ELLINGTON CLO IV LTD
 FRANKLIN LTD DURATION INC TST
 FS INVESTMENT CORPORATION II
 FS INVESTMENT CORPORATION III
 FS MULTI ALTERNATIVE INCOME FD
 GENERAL ORG FOR SOCIAL INS
 GN3 SIP LIMITED
 GOLDENTREE 2004 TRUST
 GOLDENTREE CREDIT OPPS 2012-1
 GOLDENTREE LOAN MGMT US CLO 2
 GOLDENTREE LOAN MGMT US CLO 4
 GOLDENTREE LOAN MGMT US CLO I
 GOLDENTREE LOAN MGT US CLO 3
 GOLDENTREE LOAN OPPS IX LTD
 GOLDENTREE LOAN OPPS X LTD
 GOLDENTREE LOAN OPPS XI LTD
 GOLDENTREE LOAN OPPS XII LTD
 GOLDMAN SACHS LENDING PTNRS
 GT LOAN FINANCING I LTD
 GT NM LP
 GTAM 110 DAC
 HARTFORD TOTAL RETURN BOND ETF

HARTFORD TOTAL RETURN BOND HLS
 HEALTH NET OF CALIFORNIA INC
 HIGH YIELD AND BANK LOAN SERIE
 HYFI AQUAMARINE LOAN FUND
 IVY APOLLO MULTI-ASSET INCOME
 IVY APOLLO STRATEGIC INCOME FD
 IVY HIGH INCOME FUND
 IVY HIGH INCOME OPPORTUNITIES
 IVY VIP HIGH INCOME
 JNL/DOUBLELINE CORE FIXED INC
 JNL/DOUBLELINESHILLER ENHANCED
 JNL/FPA+DOUBLELINE FLEX ALL FD
 JOHN HANCOCK VARIABLE INS TST
 KKR BESPOKE GLO CR OPP IRELAND
 KKR CLO 10 LTD
 KKR CLO 11 LTD
 KKR CLO 12 LTD
 KKR CLO 13 LTD
 KKR CLO 14 LTD
 KKR CLO 15 LTD
 KKR CLO 16 LTD
 KKR CLO 17 LTD
 KKR CLO 18 LTD
 KKR CLO 19 LTD
 KKR CLO 20 LTD
 KKR CLO 21 LTD
 KKR CLO 22 LTD
 KKR CLO 23 LTD
 KKR CLO 24 LTD
 KKR CLO 25 LTD
 KKR CLO 9 LTD
 KKR DAF GL OPP CR FD DAC
 KKR FINANCIAL CLO 2013-1 LTD
 KKR GLOBAL CR OPPS MASTER FUND
 KKR INCOME OPPS FUND
 KKR JP LOAN FD B 2018
 KKR SENIOR FLT RATE INC FUND
 LANDMARK WALL SMA SPV LP
 LOUISIANA STATE EMP GLDN TREE
 MARATHON CLO IX LTD
 MARATHON CLO V LTD
 MARATHON CLO VI, LTD
 MARATHON CLO VII, LTD
 MARATHON CLO VIII, LTD
 MARATHON CLO X LTD
 MARATHON CLO XI LTD
 MEADOWVEST FUNDING LLC
 METROPOLITAN SERIES FUND - MET
 MIDTOWN ACQUISITIONS L.P.

MINEWORKERS PENSION SCHEME
 NEWSTAR EXETER FUND CLO LLC
 NEWSTAR FAIRFIELD FUND CLO LTD
 NTCC HIGH YIELD BOND FUND
 OAKTREE CLO 2014-1 LTD.
 OAKTREE CLO 2015-1 LTD
 OAKTREE CLO 2018-1 LTD
 OAKTREE CLO 2019-1 LTD
 OAKTREE CLO 2019-2 LTD
 OAKTREE EIF III SERIES I, LTD
 OAKTREE EIF III SERIES II
 OAKTREE SENIOR LOAN FUND
 OREGON PUBLIC EMPL RETIREMENT
 PARALLEL 2015-1 LTD
 PARALLEL 2017-1 LTD
 PARALLEL 2018-1 LTD
 PARALLEL 2018-2 LTD
 PARALLEL 2019-1 LTD
 QUAMVIS SCA SICAV-FIS: CMAB
 SAEV MASTERFONDS WELLINGTON GL
 SAFETY INSURANCE COMPANY
 SAN BERNARDINO COUNTY
 EMPLOYEE
 SEASONS SERIES TRUST-SA MULTI
 SEI ENERGY DEBT FUND, LP
 SEI GLOBAL MST FD-HIGH YIELD
 SEI INS MAN TST - HIGH YIELD
 SEI INST INVS TST - HIGH YIELD
 SHRINERS HOSPITALS FOR CHILDRE
 TACTICAL VALUE SPN-GLOBAL CR
 THE CLINE TRUST COMPANY LLC
 THE HARTFORD FLOAT RATE FUND
 THE HARTFORD FLOAT RATE HIGH
 THE HARTFORD STRATEGIC INC FD
 THE HARTFORD TOTAL RETURN BOND
 THE MANGROVE PARTNERS MST FD
 TICP CLO VI 2016-2 FUNDING LTD
 TREASURY OF THE STATE OF NORTH
 CAROLINA
 US HIGH YIELD BOND FUND
 VENTURE 28A CLO LIMITED
 VENTURE 35 CLO LIMITED
 VENTURE 36 CLO
 VENTURE XII CLO LIMITED
 VENTURE XIII CLO LIMITED
 VENTURE XIV CLO LIMITED
 VENTURE XIX CLO LIMITED
 VENTURE XV CLO LIMITED
 VENTURE XVI CLO LIMITED

VENTURE XVII CLO LIMITED
 VENTURE XVIII CLO LIMITED
 VENTURE XX CLO LIMITED
 VENTURE XXI CLO LIMITED
 VENTURE XXII CLO LIMITED
 VENTURE XXIII CLO LIMITED
 VENTURE XXIV CLO LIMITED
 VENTURE XXIX CLO LIMITED
 VENTURE XXV CLO LIMITED
 VENTURE XXVI CLO LIMITED
 VENTURE XXVII CLO LIMITED
 VENTURE XXVIII CLO
 WADDELL & REED FINANCIAL
 WCF MUTUAL INSURANCE COMPANY
 WELLINGTON MULTI-SECTOR CR FD
 WELLINGTON TS CO MULSEC CRD II
 WELLINGTON TST CO NAMCIF TSTII
 WELLINGTON TST CO NAMCTFT CBP
 WELLINGTON TST CO NAMCTFT OFIA
 WELLINGTON TST CO NAMCTFT OISB
 WELLINGTON TST CO NAMCTFT UNFI
 WELLINGTON WORLD BOND FUND
 WMC LOAN FUND 2018
 ZAIS CLO 1 LTD
 ZAIS CLO 11 LTD
 ZAIS CLO 13 LTD
 ZAIS CLO 2 LTD
 ZAIS CLO 3 LTD
 ZAIS CLO 5 LTD
 ZAIS CLO 6 LTD
 ZAIS CLO 7 LTD
 ZAIS CLO 8 LIMITED
 ZAIS CLO 9 LTD

2L Bondholders:

Bank of America Merrill Lynch
 Bank Vontobel AG (Asset Management)
 Blackrock Advisors, LLC
 Davidson Kempner Capital Management, L.P.
 DDJ Capital Management, LLC
 Doubleline Capital, L.P.
 Dynagest S.A.
 Euroclear Bank
 Flow Traders U.S., LLC
 Foxhill Capital Partners, LLC
 Garland Business Corp
 Goldentree Asset Management, L.P. (U.S.)
 HSBC Bank USA, N.A. (Private Banking)
 Hutch Capital Management LLC

KKR Credit Advisors (US), LLC
 Mellon Investments Corporation
 Northern Trust Investments, INC.
 Robeco Institutional Asset Management Bv
 Seix Investment Advisors, LLC
 State Street Global Advisors (SSGA)
 The Cline Group
 Thunderwood Capital, LLC
 Wellington Management Company, LLP
 Wells Fargo Securities, LLC

Creditor Advisors:

Akin Gump Strauss Hauer & Feld LLP
 Lazard Asset Management

Former Officers and Directors:

Anthony Webb
 James T. Murphy
 Kevin T. Burns
 Paul Vining
 Rashda M. Buttar

Insurance Brokers:

AON Risk Services Central INC
 The Reschini Group

Insurers:

Ace American Insurance Company
 Allianz Global Corporate & Specialty
 Allied World Assurance Company Holdings, Ltd
 American International Group
 Amtrust Financial
 Apollo Insurance
 Aspen Insurance Holdings Limited
 Axis Capital
 Beazley PLC
 Brit Insurance US
 CNA Financial
 Continental Casualty Insurance Company
 Continental Insurance Co
 Endurance American Insurance Co.
 Evanston Insurance Co
 Houston International Insurance Group
 Illinois National Insurance Co
 Lexington Insurance Company
 Liberty Mutual
 Liberty Specialty Markets Bermuda Limited.
 Lloyd's of London

Markel International Ltd
 MS Amlin
 National Union Fire Insurance Co of
 Pittsburgh PA
 Navigators Insurance Co.
 Oil Casualty Insurance, Ltd.
 RSUI Indemnity
 Starr Surplus Lines Insurance Company
 Starstone Specialty Insurance Co.
 The Insurance Company of the State of
 Pennsylvania
 The Travelers Indemnity Company
 Twin City Fire Insurance Company
 United States Fire Insurance Co.
 US Aircraft Insurance Group
 Water Quality Insurance Syndicate
 XI Specialty Insurance Company
 Zurich Insurance Group

Letter of Credit Beneficiaries:

Canadian National Railway
 Rockwood Casualty Insurance Co

Non-Debtor Affiliates:

Adena Minerals, L.L.C.
 AMCA Coal Leasing, Inc.
 AmCoal Holdings, Inc.
 American Compliance Coal, Inc.
 American Energy Corporation
 American Equipment & Machine, Inc.
 American Mine Services, Inc.
 American Natural Gas, Inc.
 AmericanHocking Energy, Inc.
 AmericanMountaineer Energy, Inc.
 AmericanMountaineer Properties, Inc.
 Anchor Longwall and Rebuild, Inc.
 Andalex Resources Management, Inc.
 Andalex Resources, Inc.
 Avonmore Rail Loading, Inc.
 Belmont Coal, Inc.
 Belmont County Broadcast Studio, Inc.
 Canterbury Coal Company
 CCC Land Resources LLC
 CCC RCPC LLC
 Central Ohio Coal Company
 Coal Resources Holdings Co.
 Coal Resources, Inc.
 Colt LLC
 Consolidated Land Company

Consolidation Coal Company
 Corporate Aviation Services, Inc.
 Eighty-Four Mining Company
 Empire Dock, Inc.
 Energy Resources, Inc.
 Energy Transportation, Inc.
 Foresight Reserves LP
 Genwal Resources, Inc.
 Javelin Global Commodities (UK) LTD
 Javelin Global Commodities Holdings LLP
 Javelin Global Commodities Ltd.
 Javelin Investment Holdings LLC
 Javelin Management Services LLP
 Kanawha Transportation Center, Inc.
 KenAmerican Resources, Inc.
 Keystone Coal Mining Corporation
 LIQVIS
 Maple Creek Mining, Inc.
 Maple Creek Processing, Inc.
 McElroy Coal Company
 Mill Creek Mining Company
 Mon River Towing, Inc.
 MonValley Transportation Center, Inc.
 Murray American Coal, INC.
 Murray American Coal, Inc.
 Murray American Energy, Inc.
 Murray American Kentucky Towing, Inc.
 Murray American Minerals, Inc.
 Murray American Resources, Inc.
 Murray American River Towing, Inc.
 Murray American Transportation, Inc.
 Murray Colombian Resources, LLC
 Murray Energy Holdings Co.
 Murray Equipment & Machine, Inc.
 Murray Global Commodities, Inc.
 Murray Kentucky Energy Services, Inc.
 Murray Kentucky Energy, Inc.
 Murray Keystone Processing, Inc.
 Murray South America, Inc.
 Murray Utah Energy Services, Inc.
 Ohio Energy Transportation, Inc.
 Ohio Valley Resources, Inc.
 OhioAmerican Energy, Incorporated
 Oneida Coal Company, Inc.
 PennAmerican Coal L.P.
 PennAmerican Coal, Inc.
 Pennsylvania Transloading, Inc.
 Pinski Corp.
 Pleasant Farms, Inc.

Premium Coal, Inc.
 Ruger Coal Company, LLC
 Ruger, LLC
 Southern Ohio Coal Company
 Spring Church Coal Company
 Sunburst Resources, Inc.
 T D K Coal Sales, Incorporated
 The American Coal Sales Company
 The Franklin County Coal Company
 The Harrison County Coal Company
 The Marion County Coal Company
 The Marshall County Coal Company
 The Mclean County Coal Company
 The Meigs County Coal Company
 The Monongalia County Coal Company
 The Muhlenberg County Coal Company, LLC
 The Muskingum County Coal Company
 The Ohio County Coal Company
 The Ohio Valley Coal Company
 The Ohio Valley Transloading Company
 The Oklahoma Coal Company
 The Washington County Coal Company
 The Western Kentucky Coal Company, LLC
 Twin Rivers Towing Company
 UMC0 Energy, Inc.
 Uniper Commodities UK Limited
 Uniper SE
 UtahAmerican Energy, Inc.
 West Ridge Resources, Inc.
 West Virginia Resources, Inc.
 Western Kentucky Coal Resources, LLC
 Western Kentucky Consolidated Resources, LLC
 Western Kentucky Land Holding, LLC
 Western Kentucky Rail Loadout, LLC
 Western Kentucky Resources Financing, LLC
 Western Kentucky Resources, LLC
 Western Kentucky River Loadout, LLC

Parties to Significant Litigation:

Andrea Bruington
 Arleen Meracle
 Carrie Cox
 Cory Leitschuh
 Danielle Clark
 David Lee Bishop II
 Dwight Jackson
 Federal Insurance Company
 Fletcher Brimer

James Gass
 Jamie L. Moles
 Jeffrey Watkins
 Jonathan Lintner
 Justin Lindsay
 Justin Walker
 Karen Jones
 Kirby Crabtree
 Marjorie Harris
 Mitchell/Roberts Partnership
 Reba Mitchell
 Ricky L. McDaniel
 Robert Yeske
 Shawn Rorer
 Steven D. Sniderwin
 Terra Payne
 The Estate of Russel J. Inman
 Tina Franklin
 Tye Malone

Regulatory Agencies:

Illinois Department of Transportation
 Illinois Environmental Protection Agency
 Indiana Department of Environmental Management
 Montgomery County Water Authority
 U.S. Department of Labor Mine Safety and Health Administration
 United States Army Corps of Engineers
 United States Department of the Interior
 United States Environmental Protection Agency
 Williamson County

Royalty Contract Counterparties:

Amanda & Andrew Wilson
 Amy Engstrom
 Andrew Miller
 Ann E. Moody
 Betty Rueger
 Beverly Jones
 Billie L. Killam
 Bonnie Frost
 Bret D. & Michelle E. Webb
 Brian S. & Connie J. Magsig
 Carol Ann Roberts, Trustee Of Roberts Trust
 Carolyn F. Moore
 City of Johnston City
 Danny R. & Colleen F. Harrelson

David C. Linn
 David L. Scott
 David M. & Karen Y. Mandrell
 David R. Schlosser
 David Wayne Hayes
 Delbert & Carol L. Kern
 Dennis W. Miller Trustee of Miller Trust
 Donald E. Grant
 Donald J. Busch
 Donna S. Greener
 Dora C. Munter
 Dorothy L. Slater
 Edward D. Kocher
 Eric Johnson
 First Baptist Church of McLeansboro
 Gary F. Re
 Gary Lee & Brenda K. Hutchcraft
 Gerald E. Ellis
 Gloria M. Ellis
 Hawley H. Maclean
 Hod, LLC
 Jay Perry
 Hurricane Creek Farms, INC.
 James & Lu Ann Anderson
 James T. Flannigan
 David Flannigan
 Jane W. Kuba
 Janet E. Leslie
 Janet Roberson
 Jason A. Barrett
 Joan Niehaus
 John B. Maclean
 John D. Mann
 John R. McGill
 John S. Leslie
 Judy Grebe
 June K. Behrends
 Karen S. Cardey-Harris
 Kenneth D. & Sheila K. Summers
 Kenneth R. & Jan Wheat
 Kevin Barrett
 Kristin Musgrave
 Larry E. Taylor
 Liberty Land, LLC
 Linda L. Jeter
 Linda Webster
 Lindner Living Trust
 Loren C. & Mildred Anderson
 Louise Biehl Aka Martha Biehl

M. Lynne Maclean
 Marshall G. Hayes, Jr.
 Mary S. Zimmerman
 Matther E. Kocher
 Maurice Ellis
 Micah & Marietta Miller
 Michael C. Barrett
 Michael G. Maclean
 Michael L. & Debra E. Borecky
 Mike Buntin
 Mildred Coats
 Montgomery County
 Morris & Karan Clark
 Mt Olive and Staunton Coal Company
 New River Royalty, LLC
 Rob Boyd
 Paul & Judy Maurer
 Phillip E. Ellis
 Phyllis Bretsch
 Randy L. & Rebecca A. Wright
 Randy W. Ellis
 Reginal W. Barrett
 Rggs Land & Minerals, Ltd., L.P.
 Rhanda R. Ellis
 Ricky L. Ellis
 Robert Buntin
 Robert M. & Patricia A. Miller
 Robert S. Barrett
 Rory M. Maclean
 Rosenburg Farms Inc
 Harry Rosenburg
 Ruby Grebe
 Sally J. Johnson
 Sheila Breslich
 Shelley Hayes-Hueber
 Stephan P. & Stefani R. Miller
 Stephen R. Maclean
 Tennessee Valley Authority
 Tonya Bledsoe Vanfossen
 US Steel
 Vicki D. McGill
 Virginia T. Hills
 Walter J. & Phyllis A. Jagiello
 Wendy L. McGill
 William B. Johnson
 William C. Stutz

Significant Competitors:

Alliance Resource Partners, L.P.

Arch Coal
Cloud Peak Energy Inc.
Consol Energy Inc.
Contura Energy
Hallador Energy Company
Knight Hawk Coal LLC
Peabody Energy
Sunrise Coal LLC

Significant Customers:

Archer Daniels Midland Company
Big Rivers Electric Corporation
Cemex Southeast, LLC
City Of Lakeland
Duke Energy Indiana, Inc.
Duke Energy Kentucky, Inc.
Duke Energy Progress
Dynegy Commercial Asset Management, LLC
East Kentucky Power Cooperative, Inc.
Georgia Power Company
Gulf Power Company
Louisville Gas & Electric Company
Orlando Utilities Commission
South Carolina Public Service Authority
Southern Illinois Power Cooperative
Tampa Electric Company
The American Coal Company

Significant Financial Institutions:

Bank of New York Mellon
BB&T Equipment Finance Corporation
Caterpillar Financial Services Corp
CNB Bank & Trust
De Lage Landen Financial Services
FB Wealth Management
First Southern Bank
GE Capital
Great America Financial Services
HNB Equipment Finance
Lord Securities Corporation
Neopost USA Inc
Pitney Bowes Global Financial
PNC Bank, National Association
PNC Equipment Finance LLC
Ricoh USA Inc
The Huntington National Bank
US Bank Equipment Finance
Wells Fargo Financial Leasing Inc
Wells Fargo Vendor Financial

Wilmington Trust, National Association
Xerox Corporation

**Significant Suppliers, Shippers,
Warehousemen, and Vendors:**

BNSF Railway Company
Jabo Supply Corporation
K & E Technical Inc
Maka Excavating Inc
Norfolk Southern Railway Company
Raben Tire Company
Significant Taxing Authorities:
Department of the Treasury
Franklin County Treasurer
Gallatin County Treasurer
Gregory Fx Daly Collector (St Louis City)
Hamilton County Tax Assessor
Henderson County Sheriff
Illinois Department of Revenue
Indiana Department of Revenue
Kentucky Dept of Revenue
Kentucky State Treasurer
Louisiana Dept of Revenue
Macoupin County Sheriff
Missouri Dept. of Revenue
Montgomery County Treasurer
Office of Surface Mining
Posey County Treasurer
Saline County Treasurer
United States Treasury
Williamson County Treasurer

Surety Issuers:

Argonaut Insurance Company

Surety Obligees:

City Of Hillsboro, Illinois
County Of Williamson, State Of Illinois
Dept of the Army, St. Louis District Corps of
Engineers
East Fork Township, Illinois
Eastern Township
Hamilton County Highway Department
Illinois Department of Natural Resources
Illinois Department of Natural Resources,
Division of Oil and Gas
Illinois Department of Natural Resources,
Office of Mines and Minerals
Illinois Department of Transportation

Illinois Environmental Protection Agency
Jeffrey Watkins and Katelynn Watkins
People of the State Of Illinois

Top 40 Unsecured Creditors:

Bankdirect Capital Finance
Buchanan Pump Service
C & C Pumps & Supply Inc
Conn-Weld Industries Inc
Date Mining Supply LLC
Evansville Western Railway Inc
Fabick Mining INC
Flanders Electric Motor Service
Fuchs Lubricants Co
H. Drexel Short
Heritage Cooperative Inc
Ingram Barge Company
International Belt Sales LLC
Jennchem Mid-West
Jennmar of West Kentucky Inc
Jennmar Sanshell Products Inc
Jennmar Services
JM Conveyors, LLC
John Fabick Tractor Company
Joy Global Conveyors Inc
Joy Global Underground Mining LLC
Mayo Manufacturing Co Inc
MCA Administrators Inc
Miller Contracting Services
Mine Supply Company
Motion Industries
Oak Hill Contractors
Polydeck Screen Corporation
R M Wilson Co Inc
Raven Energy LLC
RGGS Land & Minerals
Seetech LLC
SNF Mining Inc
State Electric Supply Co
Swanson Industries
United Central Industrial Supply
US United Bulk Terminal
Wallace Electrical Systems LLC
Wallace Industrial LLC
WPP LLC
Xylem Dewatering Solutions Inc.

Utilities:

Akin Water District

Ameren Illinois
AT&T
AT&T Teleconference Services
Bulldog Systems Inc
Centurylink
Charter Communications
CMC Rural Water District
ConferTel
Consolidated Communications
Corinth Water District
CWI of Illinois #732
DC Waste & Recycling Inc
Flowers Sanitation Service
Frontier Communications
Futiva LLC
Hamilton County Water
Hostway Billing Center
Level 3 Financing Inc
MJM Electric Cooperative Inc
Rend Lake Conservancy District
Sit-Co LLC
Southeastern Illinois Electric
Vectren Energy Delivery
Verizon Wireless
Wayne-White Counties Electric
Windstream Communications

Creditor Advisors:

Milbank LLP

Key Court Personnel (Eastern District of Missouri:

McWay, Dana C.
Randolph, Paul
Rendlen, Charles, E., III
Ryczek, Carole J.
Schermer, Barry S.
Surratt-States, Kathy A.

Additional Searched Parties

Creditor Advisors

Sullivan & Worcester LLP
Thompson Coburn LLP
Buchanan Ingersoll & Rooney PC
Conway MacKenzie
Whiteford Taylor Preston LLP
Berkeley Research Group, LLC

Attorneys, Professionals and Financial Advisors (Including Accountants and Investment Banks)

Baker & Hostetler LLP
Blank Rome LLP

Surety Issuers

Indemnity National Insurance Co

Surety Obligees

EJ Water Company, LLC

Significant Taxing Authorities

Belmont County Treasurer
Benton High School
Benton Library District
Bond County
Rend Lake College

Parties to Significant Litigation

William Jackson
Joshua Elliott
Kenneth Grossman
Matthew Stubblefield
Vincent Moody

Insurers

Ascot Insurance Company
West of England
Safe Harbor Pollution
Atlantic Specialty

Top 50 Unsecured Creditors

Natural Resource Partners LLP
Dewind One Pass Trenching LLC
Irwin Mine And Tunneling Supply

Core & Main LP
Richwood Industries Inc
Midwestern Machine & Hydraulic Inc
Crown Products & Services Inc
K & E Technical Inc
Marmic Fire & Safety Co Inc
The Reschini Agency Inc
Strata Safety Products LLC
D & D Customized Electrical
Omni Sales and Service Inc
Date Mining Services LLC

Significant Customers

Gavin Power LLC
Tennessee Valley Authority
UCI, Inc.

Ordinary Course Professionals

Nelson Wood

SCHEDULE 2

**Interested Parties that Previously Employed Affinity Law Group, LLC in Matters
Unrelated to the Debtors or Their Chapter 11 Cases**

Attorneys, Professionals and Financial Advisors:

Baker & Hostetler LLP – Affinity was local counsel for Baker & Hostetler in the representation of the Official Committee of Unsecured Creditors of Abengoa Bioenergy Biomass of Kansas LLC – 2017

Significant Competitor:

Knight Hawk Coal, LLC – former client of former Affinity attorney – matter closed in 2011